

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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| _____ | x | |
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., <u>et al.</u> , |) | Case No. 01-1139 (JJF) |
| |) | Jointly Administered |
| |) | |
| Defendant. |) | |
| _____ | x | |

CERTIFICATION OF COUNSEL RE: DOCKET NO. 6846

1. On November 5, 2004, the Official Committee of Equity Security Holders (the "Equity Committee") filed the *Application for an Order, Nunc Pro Tunc to October 29, 2004, Approving and Authorizing the Retention and Employment of Lexecon LLC as Asbestos Claims Consultant* (the "Application") (Docket No. 6846) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court"). Objections to the Application were filed by the Asbestos Personal Injury Committee and the Asbestos Property Damage Committee.

2. After a hearing, the Court authorized the retention of Lexecon subject to the submission of a budget and revised order incorporating the budget. The Equity Committee hereby submits the attached Order Authorizing and Approving the Employment and Retention of Lexecon LLC, *Nunc Pro Tunc* from October 29, 2004, as Asbestos Claims Consultant to the Equity Committee, together with the budget referenced in the order.

3. The revised order and budget have been circulated to the Debtor, the United States Trustee and counsel for the objectors and the Official Committee of

Unsecured Creditors, and no objection has been raised to its entry. Accordingly, the Equity Committee respectfully request that the Court enter the Order attached hereto at the Court's earliest convenience.

Dated: December 23, 2004

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